

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re: W. R. GRACE & CO., a Delaware Corporation, <i>et al.</i>, Debtors.	§ § § § § § § §	Chapter 11 Jointly Administered Case No. 01-01139 (JKF) Objection Deadline: February 14, 2003
--	--------------------------------------	--

NOTICE OF MONTHLY FEE AND EXPENSE INVOICE

To: The Notice Parties Listed on Exhibit A hereto

Name of Applicant: Warren H. Smith and Associates, P. C.

Authorized to Provide
Professional Services to: The United States Bankruptcy Court

Date of Retention: March 18, 2002

Period for which compensation and/or
reimbursement is sought: December 1, 2002 through December 31, 2002

Summary of Monthly Fee and Expense Invoice Statements for Compensation Period:

Date Filed	Period Covered	Requested		Paid	
		Fees	Expenses	Fees	Expenses
05/08/2002	March 1, 2002 – March 31, 2002	\$2,889.50	-0-	\$2,889.50	-0-
05/08/2002	April 1, 2002 – April 30, 2002	\$18,448.00	\$100.73	\$14,758.40	\$100.73
6/11/2002	May 1, 2002 – May 31, 2002	\$50,706.00	\$12.68	\$40,564.80	\$12.68
7/9/2002	June 1, 2002 – June 30, 2002	\$42,317.00	\$249.48	\$33,853.60	\$249.48
8/8/2002	July 1, 2002 – July 31, 2002	\$43,808.50	\$1,001.27	\$35,046.80	\$1,001.27
9/19/2002	August 1, 2002 – August 30, 2002	\$36,301.02	\$526.69	\$29,040.82	\$526.69
10/16/2002	September 1, 2002 – September 30, 2002	\$56,015.00	\$572.44	\$44,812.00	\$572.44
11/18/2002	October 1, 2002 – October 31, 2002	\$47,896.50	\$1,314.90	Pending	Pending
12/13/02	November 1, 2002 – November 30, 2002	\$41,540.00	\$1,286.94	Pending	Pending

WRGRACE.WHS.12.02 Invoice.rtf

PLEASE TAKE NOTICE that Warren H. Smith and Associates, P. C. (the "Applicant") has today filed this Notice of Monthly Fee and Expense Invoice for December 1, 2002 through December 31, 2002 (this "Monthly Fee Statement") pursuant to the Order Appointing Fee Auditor and Establishing Related Procedures Concerning the Allowance and Payment of Compensation and Reimbursement of Expenses of Applicants and Consideration of Fee Applications (the "Fee Auditor Order").


PLEASE TAKE FURTHER NOTICE that responses or objections to this Monthly Fee Statement, if any, must be filed on or before February 14, 2003 at 4:00 (prevailing Eastern Time) (The "Objection Deadline") with the United States Bankruptcy Court for the District of Delaware, 5th Floor, 824 Market Street, Wilmington, Delaware 19801.

PLEASE TAKE FURTHER NOTICE that upon the expiration of the Objection Deadline, the Applicant shall certify in writing to the Debtors and Counsel to the Debtors that no objection, or an objection, has been filed with the Court relative to his Notice, whichever is applicable, after which the Debtors shall pay to the Professional an amount equal to the lesser of (i) 80 per cent of the fees and 100 percent of the expenses requested in this Monthly Fee Statement or (ii) 80 per cent of the fees and 100 percent of the expenses not subject to an objection. All fees and expenses in this Monthly Fee Statement will be included in the next interim application for compensation and reimbursement of expenses to be filed and served by the Applicant at a later date, and will be subject to objection at such time.

Dated: January 24, 2003

Respectfully submitted,

WARREN H. SMITH & ASSOCIATES, P. C.

By: 
Warren H. Smith
State Bar No. 18757050

900 Jackson Street
120 Founders Square
Dallas, Texas 75202
(214) 698-3868
(214) 722-0081 (FAX)

FEE AUDITOR

CERTIFICATE OF SERVICE

I, Warren H. Smith, certify that I am not less than 18 years of age, and that service of a copy of the attached *Notice of Monthly Fee and Expense Invoice* (for Warren H. Smith & Associates, P. C. for December 2002) was made January 24, 2003, upon the Notice Parties identified as "Exhibit A" in the Order Appointing Fee Auditor and Establishing Related Procedures Concerning the Allowance and Payment of Compensation and Reimbursement of expenses of Professionals and Members of Official Committees and Consideration of Fee Applications (as modified) via email, or by hand delivery to those Parties located in Wilmington, Delaware.

Under penalty of perjury, I declare that the foregoing is true and correct.


Warren H. Smith

Exhibit A

Notice of Parties

The Debtors (via hard copy and email)

David B. Siegel, Esquire
Sr. V.P. and Gen. Counsel
W.R. Grace & Co.
7500 Grace Drive
Columbia MD 21044
william.sparks@grace.com

Co-Counsel for the Debtors (via email)

James H.M. Sprayregen, Esquire
Kirkland & Ellis
200 East Randolph Drive
Chicago, IL 60601
james_kapp@chicago.kirkland.com

Laura Davis Jones, Esquire
David Carickhoff, Esquire
Pachulski, Stang, Ziehl, Young & Jones,
P.C.
919 Market Street, Suite 1600
Wilmington, DE 19801
dcarickhoff@pszyj.com

**Co-Counsel to the Debtor-in-Possession
(via email)**

J. Douglas Bacon, Esquire
Latham & Watkins
Sears Tower, Suite 5800
Chicago IL 60606
david.heller@lw.com
carol.hennessey@lw.com

Steven M. Yoder, Esquire
The Bayard Firm
222 Delaware Avenue
Wilmington, DE 19801
syoder@bayardfirm.com

WRGRACE.WHS.12.02 Invoice.rtf

**Counsel to the Official Committee of
Unsecured Creditors (via email)**

Lewis Kruger, Esquire
Stroock Stroock and Lavan
180 Maiden Lane
New York NY 10038-4982
rserrette@stroock.com
Michael R. Lastowski, Esquire
Duane, Morris & Heckscher, LLP
1100 N. Market Street, Suite 1200
Wilmington, DE 19801-1246
mlastowski@duanemorris.com

**Counsel to the Official Committee of
Asbestos Property Damage Claimants
(via email)**

Scott L. Baena, Esquire
Bilzin Sumberg Dunn Baena Price &
Axelrod
First Union Financial Center
200 South Biscayne Blvd., Suite 2500
Miami FL 33131
jsakalo@bilzin.com

Michael B. Joseph, Esquire
Ferry & Joseph, P.A.
824 Market Street, Suite 904
P. O. Box 1351
Wilmington, DE 19899
ttacconelli@ferryjoseph.com

**Counsel to the Official Committee of
Personal Injury Claimants (via email)**

Elihu Inselbuch, Esquire
Caplin & Drysdale, Chartered
399 Park Avenue, 36th Floor
New York, NY 10022
pvn1@capdale.com

Matthew G. Zaleski, III, Esquire
Campbell & Levine
Chase Manhattan Centre, 15th Flr.
1201 N. Market Street, Suite 1500
Wilmington, DE 19801
mgz@del.camlev.com

**The Official Committee of Equity Holders
(via email)**

Philip Bently, Esquire
Kramer, Levin, Naftalis & Frankel LLP
919 Third Avenue
New York, NY 10022
pbentley@kramerlevin.com

Teresa K.D. Currier, Esquire
Klett Rooney Leber & Schorling
1000 West Street, Suite 1410
Wilmington, DE 19801
currier@klettrooney.com
jwaxman@klettrooney.com

**The Office of the United States Trustee
(via hard copy)**

Frank J. Perch, Esquire
Office of the U.S. Trustee
844 King Street, Room 2311
Wilmington, DE 19801